

## **RESPONSIBILITIES**

### **OF**

## **LEAD DIRECTOR**

### **1. DESCRIPTION**

Advance Auto Parts, Inc. (the “Company”) shall have a Lead Director to provide independent leadership to the Company’s Board of Directors in circumstances where the Company’s CEO and Chair of the Board are the same person or the Chair of the Board is not an “independent” director as defined in the listing standards of the New York Stock Exchange or the rules and regulations of the Securities and Exchange Commission. The Lead Director shall be an independent director and shall be designated by majority vote of the Board of Directors to serve in such capacity.

### **2. SPECIFIC RESPONSIBILITIES**

- (a) Chair meetings of non-management directors and executive sessions of independent directors.
- (b) Coordinate and develop the agenda for meetings of non-management directors and for executive sessions of independent directors.
- (c) Call special meetings of non-management directors or executive sessions of independent directors when appropriate.
- (d) Act as principal liaison between the Company’s non-management or independent directors and the Board Chair on sensitive issues.
- (e) Review with the Board Chair matters of importance (including significant issues, plans and strategies) for consideration by the Board.
- (f) Consult with the Board Chair regarding appropriate board meeting schedules and provide input regarding board agendas and materials.
- (g) Advise the Board Chair regarding the quality, quantity and timeliness of the flow of information from management to the Board.
- (h) Assist with respect to interviewing board candidates.
- (i) Recommend the retention of consultants who report directly to the full Board of Directors.
- (j) Assist with respect to board and committee evaluations.

- (k) Assist the Compensation Committee in preparing CEO performance evaluations and in discussing same with the CEO.
- (l) Work with the Chair of the Nominating and Corporate Governance Committee to assure compliance with the Company's governance guidelines.
- (m) Encourage active engagement by all members of the Board and, when appropriate, provide counsel to individual directors on performance of director duties.
- (n) Promote effective relationships and communications between the Board and the executive management team.
- (o) Act as Chair in board meetings when the Chair of the Board is absent.

### 3. RELATIONSHIP WITH CEO

- (a) Assist the CEO in the effective implementation of board decisions.
- (b) Be available to discuss the strategic direction of the Company with the CEO.
- (c) Establish a positive working relationship with the CEO and provide support and advice as deemed appropriate.
- (d) Facilitate CEO communication with the Board as needed.

### 4. REPORTS

Make recommendations and reports to the Board as appropriate.

### 5. ANNUAL REVIEW OF RESPONSIBILITIES

Work with the Nominating and Corporate Governance Committee to annually review this outline of responsibilities.